

CHARTER

*and*

BY-LAWS

*of*



St. Barnabas Church

GERMANTOWN

PHILADELPHIA, PENNSYLVANIA

CHARTER  
and  
BY-LAWS  
of  
ST. BARNABAS CHURCH  
GERMANTOWN  
CHARTER OF INCORPORATION  
of  
ST. BARNABAS CHURCH

The subscribers hereto, all of whom are citizens of the Commonwealth of Pennsylvania, with their associates, having organized themselves into an association or religious congregation, and being desirous of becoming incorporated as a corporation of the first class agreeably to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, A.D., 1874, and the supplements thereto, do hereby certify that the following are the articles of their said association:

## ARTICLE I

### NAME

The name of the corporation shall be St. Barnabas Church, Germantown.

## ARTICLE II

### PURPOSE

The purpose for which the corporation is formed is the support of the public worship of Almighty God according to the faith and discipline of the Protestant Episcopal Church in the United States of America and of the Protestant Episcopal Church in the Diocese of Pennsylvania.

## ARTICLE III

### ECCLESIASTICAL CONNECTION

This church acknowledges itself to be a member of, and to belong to, the Protestant Episcopal Church of the United States of America and the Protestant Episcopal Church in the Diocese of Pennsylvania. As such it accedes to, recognizes and adopts the constitution, canons, doctrines, discipline and worship of the Protestant Episcopal Church in the United States of America, and the constitution and canons of the Protestant Episcopal Church in the Diocese of Pennsylvania.

## ARTICLE IV

### PLACE OF BUSINESS

The place where the business of the corporation is

transacted is Germantown, in the city of Philadelphia, Pennsylvania.

## ARTICLE V

### TERM OF EXISTENCE

The corporation is to exist perpetually.

## ARTICLE VI

### MEMBERS

The members of the corporation, who shall be qualified to vote at any election for vestrymen and upon all questions which may come before any meeting of the corporation, shall be all lay baptised persons of the age of twenty-one years or upwards who shall have been worshipers in this church as their usual place of public worship for one year and upwards, and who shall appear by the books of the corporation to have contributed towards the current expenses of the corporation, either by payment of pew rent or otherwise, during each of two successive years immediately preceding such election or meeting not less than (5) dollars.

Provided, that for two years after the date of incorporation of this church all lay, baptized persons of the age of twenty-one or upwards who shall have been worshipers in this church as their usual place of public worship for one year and upwards, and who shall appear by the books of the church to have contributed in any way to the erection or support of the church shall be entitled to vote at all elections for vestrymen

and at all meetings of the corporation.

No person who shall disclaim or refuse conformity with and obedience to the constitution, canons, doctrines, discipline, or worship of the Protestant Episcopal Church in the United States of America, or of the Protestant Episcopal Church in the Diocese of Pennsylvania shall be a member of this church or corporation; nor shall any such person be eligible for membership therein; nor shall any such person vote for or be elected vestryman or exercise any function in, concerning or connected with this church or corporation.

## ARTICLE VII

### VESTRY AND OFFICERS

Section 1. The business of the corporation shall be managed by a board of directors to be designated by the vestry, and to consist of fifteen (15) vestrymen.

The vestrymen shall be baptized and confirmed, male lay persons of the age of twenty-one years or upwards, a majority of whom shall be citizens of Pennsylvania and members of the corporation, one-third only of the whole number of vestrymen to be elected each year to serve for three years or until their successors shall be elected.

The rector chosen by the corporation to take charge of the religious services by it maintained shall during his continuance in said office of rector be, ex-officio president of the vestry, and at all meetings of the same, if present, may preside, but without vote therein.

There shall be two church wardens chosen from among the vestrymen, a treasurer, who may be one of the wardens, a secretary or clerk, and such other officers as may be prescribed by the by-laws.

Section II. The annual meeting of the corporation and the annual election for vestryment shall be held on Monday in Easter week in the church edifice or other adjacent building of the corporation, unless the by-laws shall prescribe a different time or place.

Section III. The vestry, by a vote of two thirds of all its members, shall have power to make by-laws for the management of the property of the corporation and the regulation of its affairs, and to alter and amend the same, but all such alterations and amendments shall be proposed in writing at a meeting thirty days before final action thereon. Provided, that the said by-laws be, not inconsistent with the constitution or laws of the United States of America or with the constitution or laws of the Commonwealth of Pennsylvania, or with this charter.

Section IV. The names and residences of those who have been chosen vestrymen for the first year are:

Name	Residence
William Jackson Brown,	6613 Musgrave Street Germantown
Joseph Ulysses Lee,	74 West Duval Street Germantown
Clarence, Edward Young,	52 West Duval Street Germantown
Orlando Clarence Hall,	82 West Duval Street Germantown

Leander Pierce, Jr.	49 West Duval Street Germantown
James Harry Welch,	5411 Laurens Street Germantown
Arthur Cornelius Nichols,	5415 Laurens Street Germantown
Joseph Fareira, Sr.,	6131 Baynton Street Germantown
Spencer Emmanuel Johnson,	461 West Earlham Terrace, Germantown
Westcar Lionel Bourne,	172 East Sharpnack Street
Harry Arthur Paxon,	461 Winona Avenue Germantown
Lafayette Laurence Gould	5413 Tacoma Street Germantown
Randolph Smith,	4523 Fairmount Avenue, Phila.
Matthew Williams	3911 N. Smedley, St., Phila.
Rowedal Manuel Jackson	242 West Earlham Terrace, Germantown

At the first annual election after the date of incorporation of this church, five vestrymen shall be elected to serve for one year; five vestrymen to serve for two years; and five vestrymen to serve for three years; and thereafter five vestrymen shall be elected annually.

### ARTICLE VIII

#### RECTOR AND ASSISTANT MINISTERS

No person shall be rector or assistant minister of this church unless he shall have had Episcopal ordination, nor unless he be in good standing with the Protestant

Episcopal Church in the United States of America, and with the Protestant Episcopal Church in the Diocese of Pennsylvania, and recognized as such by the Bishop of this Diocese, or in case of a vacancy in the Episcopate by the Standing Committee of this Diocese.

The rector shall be elected by the vestrymen in such manner as the by-laws shall prescribe.

### ARTICLE IX

#### PROPERTY

All property, real or personal, belonging to said corporation or which shall hereafter be bequeathed devised or conveyed to it shall not be otherwise taken and held or to ensure than subject to the control and disposition of the lay members of said corporation or such constituted officers or representatives thereof as shall be composed of a majority of lay members, citizens of Pennsylvania, having a controlling power, according to the rules and regulations, usages or corporate requirements thereof.

No grant shall be made of the real estate of the corporation nor shall any charge be imposed thereon, except by the consent of a majority of the whole vestry, at a meeting called for the purpose, and also a majority of the lay members of the corporation present and voting at a meeting called for the purpose.

The clear yearly value or income of the real and personal estate to be acquired and held by the corporation shall not at any time exceed fifty thousand dollars, or

such greater amount as may then be authorized by the laws of the Commonwealth of Pennsylvania.

In case of the dissolution of the corporation, all its property shall vest in The Church Foundation IN TRUST to hold the same, and by and with the consent and approval of the Bishop of the Protestant Episcopal Church in the Diocese of Pennsylvania and of the Standing Committee of said Diocese elected and existing at such time according to the Constitution and Canons of said Church, to convey the said property or to continue to hold the same In Trust for some existing or future congregation of members of the said Church in the said Diocese, or, by and with like consent and approval, to sell said property at public or private sale, and grant and convey the same to the purchaser, and to hold or dispose of the proceeds thereof or the income derived from the investment of such proceeds for such uses and purposes as may be determined by said consent and approval of the said Bishop and Standing Committee. And if at the same time action is to be taken there should be a vacancy in the Office of Bishop in said Diocese, then the consent and approval of the said Standing Committee alone shall be sufficient to authorize such action.

## ARTICLE X

### AMENDMENTS

This charter may be amended in the following manner, that is to say: Any proposed amendment shall be submitted to a stated or special meeting of the Vestry,

and if the same be approved by a majority of the whole number thereof, the same shall be submitted to a meeting of the lay members of the corporation, and if approved by a majority of the members present and voting at such meeting, the same shall be submitted to the Bishop and Standing Committee of the Diocese, and shall be reported to the next Convention of the Diocese, and if it be approved by the Convention, shall be and form part of the charter upon the subsequent confirmation thereof by the Court which granted the original charter or other competent authority, and its recording as provided by law.

## ARTICLE XI

### SUBSCRIBERS

The following are the names and residences of the subscribers:

Name	Residence
William Jackson Brown,	6613 Musgrave Street Germantown
Joseph Ulysses Lee,	74 West Duval Street Germantown
Clarence Edward Young,	52 West Duval Street Germantown
Orlando Clarence Hall,	82 West Duval Street Germantown
Leander Pierce, Jr.,	49 West Duval Street Germantown
James Harry Welch,	5411 Laurens Street,

Arthur Cornelius Nichols	Germantown 5415 Laurens Street, Germantown
Joseph Fareira, Sr. Spencer Emanuel Johnson,	6131 Baynton Street, 461 West Earlham Germantown
Harry Arthur Paxon,	461 Winona Avenue, Terrace, Germantown Germantown
Westcar Lionel Bourne,	172 East Sharpnack St., Germantown
Lafayette Laurence Gould	5413 Tacoma Street, Germantown
Randolph Smith	4523 Fairmount Avenue, Phila.
Matthew Williams	3911 N. Smedley St., Phila.
Rowedal Manuel Jackson	242 West Earlham Terrace, Germantown

Witness our hand and seals this 3rd day of February, A.D., 1930.

Commonwealth of Pennsylvania)  
County of Philadelphia      } s.s.

Before me the subscriber, a Notary Public for the Commonwealth of Pennsylvania, residing in the City of Philadelphia and County of Philadelphia, personally appeared Arthur C. Nichols, Spencer E. Johnson, and Rowedal M. Jackson, three of the subscribers to the foregoing certificate, who in due form of law acknowledge the same to be their act and deed for the purpose therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the 4th day of February, A. D., 1930.

(L.S.)

George W. Deane.  
Notary Public

My commission expires March 25, 1933.

Filed in the office of the Prothonotary of the Court of Common Pleas of Philadelphia County, this Twelfth day of September, A.D., 1930.

Meredith Hanna  
Deputy Prothonotary  
In the Court of Common Pleas No. One of Philadelphia  
County of Pennsylvania. J. Term, 1930, No. 18152.  
In re Application      : Common Pleas  
for Charter              Court No. 1  
St. Barnabas Church      : June Term, 1930  
Germantown      : No. 18152

### DECREE

AND NOW, this 28 day of October, A.D. 1930, the foregoing Charter of Incorporation of ST. BARNABAS CHURCH, Germantown, duly acknowledged and certified, having been presented to me, the undersigned, a law judge of the said county, accompanied by proof of the publication of the notice of such application. I certify that I have perused and examined said instrument and that I find the same in proper form and within the purposes named in the first class specified in the Second Section of the Act of Assembly, entitled "An act to provide for the incorporation and regulation of

"certain corporations" approved the twenty-ninth day of April A.D. 1874, and that the same appears lawful and not injurious to the community. It is, therefore, ordered and decreed that the said charter be and the same is hereby approved and that upon the recording of the said charter and of this order in the Office for Recording of Deeds in and for the County aforesaid, the subscribers thereto and their associates shall be a corporation for the purposes and upon the terms therein stated.

Harry S. McDevitt, Judge

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court the day and year last aforesaid.

J. H. Schoneer, Pro-Prothonotary

RECORDED in the Office for Recording of Deeds in and for the County of Philadelphia in Charter Book No. 113, Page No. 335, etc.

Witness my hand and seal of office this 13th day of February, A.D., 1931

James M. Hazlett, Recorder of Deeds  
By Oscar E. Rorher, Deputy Recorder

#### BY-LAWS

#### MEMBERS

Section 1. The members of the corporation who shall be qualified to vote at any election for Vestrymen and

upon all questions which may come before any meeting of the corporation, shall be all lay, baptized persons of the age of twenty-one years or upward, who shall have been worshippers in this church as their usual place of public worship for one year and upward, and who shall appear on the books of the corporation to have contributed during two successive years immediately preceding such an election or meeting toward the support of said church, under any system of pledges which may from time to time have been by it adopted, in accordance with such pledge, a sum aggregating not less than five dollars in each of said years. A majority of such members present and voting shall be sufficient for an election. In case of failure to elect vestrymen at the annual meeting the election may be held at any other time not exceeding forty days thereafter which the Vestry may appoint.

#### ARTICLE II

##### ANNUAL MEETING

Section 1. There shall be an annual meeting of the corporation on the second Monday in January in the Parish House at 8 o'clock P. M. at which time five vestrymen shall be elected by ballot to serve for a term of three years or until their successors are elected. All nominees names shall be placed on printed ballots.

Section 2. The Rector of the Parish or in his absence, the Rector's Warden shall preside at all meetings of the Corporation. If both are absent, the members present shall elect a chairman pro tempore. The secretary

of the Vestry shall be the secretary of the Corporation. Section 3. The order of business of the annual meeting shall be as follows:

- (a) Annual report of the Rector on the condition of the parish, giving a report for the preceding calendar year, including the number of communicants, baptisms, confirmations, marriages, and burials, and other matters pertaining to the parish required to be recorded by the Canons of the Diocese of Pennsylvania.
- (b) Report of the Accounting Warden and Financial Secretary for the preceding year.
- (c) Election of Vestrymen.
- (d) Unfinished business.
- (e) Report of the result of the election of vestrymen.
- (f) New Business.

Section 4. Forty or more members of the Corporation shall be in attendance to constitute a quorum at the annual meeting.

Section 5. The time and place of the annual meeting shall be announced to the congregation on the two successive Sundays preceding such meeting and the result of the election of vestrymen shall be announced on the Sunday following such annual meeting.

### ARTICLE III

#### THE VESTRY

Section 1. The Vestry shall consist of fifteen persons who shall be communicants of the church and members

of the corporation.

Section 2. All nominations for the office of vestrymen shall be made in writing and shall be posted by the Secretary or a Warden at the place in the church building where notices are, usually posted, at least two Sundays before the date set for the annual election.

Section 3. The Vestry shall appoint three qualified electors, one of whom shall be a vestryman, to act as judges, to conduct the election, and to announce the results at the annual meeting. The secretary shall notify the persons who have been thus selected as judges two weeks prior to the annual meeting. If the Vestry shall fail to appoint, or if the persons so appointed shall refuse or be unable to serve, the duty to appoint judges shall devolve upon the Church Wardens.

### ARTICLE IV

#### MEETINGS OF THE VESTRY

Section 1. There shall be twelve stated meetings of the Vestry on the first Monday following the annual meeting and on the second Monday of each month thereafter.

Section 2. The Rector, either Church Warden or any two members of the Vestry may require special meetings of the Vestry to be called at any time. The object of said meetings shall be specified, and no other business shall be transacted without the consent of two-thirds of those present.

Section 3. Any five of the duly elected and qualified members of the Vestry shall constitute a quorum.

Section 4. The Rector, or in his absence, the Rector's Warden shall preside at the meetings of the Vestry, but if both are absent, then any member may be appointed chairman.

Section 5. At the meeting of the Vestry held on the second Monday in February, the Secretary shall first read the minutes of the annual meeting of the corporation held on the second Monday in January and then the minutes of the last meeting of the Vestry; after which the Vestry shall elect by ballot without previous nomination, to serve for the ensuing year and thereafter until their successors are elected; an Accounting Warden, who shall be the treasurer of the corporation, a Financial Secretary, Recording Secretary (a Registrar, two Parish Trustees, and three Lay Deputies to the Diocesan Convention.

The Rector shall then appoint his Warden and at his discretion a Verger, but should the Rectorship be vacant, the Vestry shall elect one of their members to be Rector's Warden pro tempore, to hold office for one year or until his successor either shall have been elected by the Vestry or appointed by the Rector elected to to fill the vacancy.

Section 6. The Vestry shall have power to fill vacancies in its own body. Any person so chosen shall serve the expiration of the term for which the person whose place he takes was elected.

Section 7. At the stated meetings of the Vestry the order of business shall be as follows:

(a) The minutes of the preceding meeting shall be read and after correction, if any be necessary, approved.

(b) Communications presented and disposed of.

(c) Reports of officers and committees read and acted on.

(d) Unfinished business.

(e) New business.

Section 8. The meetings of the Vestry shall be conducted in accordance with Roberts' Rules of Order.

## ARTICLE V

### THE CHURCH WARDENS

Section 1. The Church Wardens shall have a general superintendance over the property of the corporation and shall take care that the Sexton and other employees perform their duties satisfactorily, and that order be maintained in and about the church during the time of divine service.

Section 2. The Rector's Warden shall, in the absence of the Rector, preside at the meetings of the Vestry, have charge of the Communion plate and provide the bread and wine for the Holy Communion. He shall also provide for the ministration of divine service when occasion requires, and if there be neither Rector nor Assistant Minister, he shall take charge of the parish register.

Section 3. The Accounting Warden shall be the treasurer of the corporation; he shall receive all the moneys

due to the corporation; he shall receive all bequests and duly report them to the Vestry. He shall keep an account in the name of the corporation with such of the City Banks or Trust Companies as shall be approved by the Vestry, and shall deposit therein from time to time, all the moneys received by him. He shall pay, under the direction of the Vestry, all salaries and other expenses of the corporation. He shall have charge of the seal of the corporation, Charter, title papers, account books and such other property not hereby entrusted to other persons, and shall deliver the same to his successor in office. He shall affix the seal of the corporation to such documents as the Vestry may direct and to others requiring its attestation.

## ARTICLE VI

### THE SECRETARY

Section 1. The Secretary shall keep regular minutes of the proceedings of the Vestry, notify the members of all meetings and perform such duties as appertain to the office.

## ARTICLE VII

### THE FINANCIAL SECRETARY

✓ Section 1. The Financial Secretary shall keep a regular account of the receipts and expenditures in books to be open at all times to inspection of the members of the Vestry. The Financial Secretary and the Accounting Warden shall submit to the corporation at the annual

meeting in January a detailed statement of their accounts for the preceding fiscal year, said financial statement shall be audited by a certified accountant to be selected by the Vestry in accordance with Diocesan regulations.

## ARTICLE VIII

### THE REGISTRAR

Section 1. The Registrar shall keep a list, in such form as the Vestry shall from time to time direct, of all families and persons canonically connected with the parish and a further list of those who are attendants at the services thereof, although not so canonically connected.

Section 2. Such list shall show, so far as possible, the name and address of each adult person of the classes above specified, and also the name, date of birth, and addresses of all the children belonging to any family appearing on said lists.

Section 3. The Registrar shall diligently note upon such lists all changes in names or address of any of the parties appearing thereon, so that the same shall be at all times accurate and complete lists of all the persons of either of the classes specified. He or she shall see that the parish register required by the Canons of the Church and of this Diocese, is accurately kept and that all the entries made therein are signed by the minister officiating at the service so registered.

Section 4. The Registrar shall gather historical data

pertaining to the Church, in order that an accurate history may be preserved.

Section 5. The Registrar shall be responsible for the recording of all weekly pledges and special contributions of the members of the Corporation.

## ARTICLE IX

### THE PARISH TRUSTEES

Section 1. They shall have charge of all trusts and of all funds, so called, that have been or may be created for special objects and purposes, relating to the welfare and interests of the parish and the charities thereof, and not appertaining to the general treasury.

Section 2. They shall have special custody for safe keeping of the securities and moneys belonging to the various trusts, and shall collect and invest the income thereof, provided, that no investment shall be made, or changed without the approval of all of the trustees or failing that, without the sanction of the Vestry.

Section 3. They shall submit to the Vestry an annual report of their transactions and of the trust in their care.

## ARTICLE X

### ELECTION OF RECTOR AND ASSISTANT MINISTER

Section 1. When the election of a Rector or an Assistant Minister is intended, the person to be elected must have been openly nominated at a previous meeting of the Vestry held at least four weeks before the election;

the notices for such meetings having expressed the intention to nominate or to elect, as the case may be.

Section 2. The election of a Rector or an Assistant Minister shall be by ballot, and the votes of at least seven members shall be necessary to a choice; but no Assistant Minister shall be elected without the consent of the Rector.

Section 3. Curates may be appointed from time to time by the Rector with the consent of a majority of the entire Vestry at a meeting called for that purpose.

## ARTICLE XI

### THE PARISH REGISTER

Section 1. A book shall be provided to be called the Parish Register of St. Barnabas Church, Germantown, in which shall be kept a record of the particulars of all baptisms, marriages, funerals, confirmations and other matters of parish interest required by the Canons of the Diocese of Pennsylvania.

This book shall belong to the church and be preserved by the Vestry as a part of the records thereof.

## ARTICLE XII

### STANDING COMMITTEES

(a) Committee on the Church School to consist of seven members of the Corporation at least one of whom shall be a vestryman.

(b) Committee on Finance to consist of the Accounting Warden, the Rector's Warden, the Financial Secretary, and two members of the Vestry.

(c) Committee on Buildings and Grounds to consist of ten members of the Corporation, at least three of whom shall be members of the Vestry.

(d) Committee on Public Relations to consist of three members of the Corporation directly responsible to the Rector or Rector's Warden.

### ARTICLE XIII

#### DUTIES OF STANDING COMMITTEES

##### Section 1. Church School Committee

The Church School Committee shall cooperate with the Church School Superintendent and Faculty in its overall administration of the Church School Program. The Committee shall further assist in the management care of all Church School property and aid in the formation of and adherence to the Church School budget. The Church School Committee shall keep abreast of the needs and progress of the Church School and report same to the Vestry at each regular meeting of the Vestry.

##### Section 2. Finance Committee

The Finance Committee shall construct an annual budget for the corporation with recommendations for its approval by the Vestry; said budget to be presented at the November meeting. They shall review the finances, bills, and determine the urgency of these obligations and take necessary action.

##### Section 3. Committee on Buildings and Grounds

The Committee on Buildings and Grounds shall keep proper check on, and maintain the physical plant of the Corporation and make recommendations to the Vestry for necessary repairs and purchases pertaining to the maintenance of the plant. They shall authorize all emergency repairs and report same to the Vestry.

##### Section 4. Public Relations Committee

The Public Relations Committee shall endeavor to create a favorable image in the community and among the several segments of this community including members, prospective members, other churches in the area and in the Diocese; other community institutions, agencies and organizations. The Public Relations Committee shall establish and maintain a rapport with working staffs of all media of communications. The Public Relations Committee shall further seek to inform the membership and the community at large on the Church's thinking, program, and activities in as many interesting ways as possible.

### ARTICLE XIV

#### THE SEXTON

Section 1. The Sexton, who shall be appointed by the Vestry, besides his constant care of the Church, church yard and parish buildings, shall perform all other duties relating to the parish affairs required of him by the Rector or Church Wardens.

ARTICLE XV  
OF THE AMENDMENT OR ALTERATION OF THE  
BY-LAWS

Section 1. These By-Laws may be altered, amended, or rescinded at any meeting of the Vestry by the affirmative vote of two-thirds of the members present provided, that such alteration, amendment or rescission shall have been proposed at a prior meeting and that the notices calling each of said meetings shall have stated that alterations in the By-Laws will be proposed or acted on, as the case may be. At least thirty days shall elapse between said proposal and final action thereon.